

EXHIBIT D

EX-10.69 2 a08-2574_1ex10d69.htm EX-10.69

Exhibit 10.69

CONFIDENTIAL TREATMENT HAS BEEN REQUESTED WITH RESPECT TO CERTAIN PORTIONS OF THIS AGREEMENT. CONFIDENTIAL PORTIONS HAVE BEEN OMITTED AND FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION.

EQUITY PURCHASE AGREEMENT

by and among

priceline.com Mauritius Co. Ltd,

priceline.com Incorporated

and

the Shareholders of Agoda Company, Ltd. and Members of AGIP LLC

November 6, 2007

[***] = Confidential Treatment requested for redacted portion; redacted portion has been filed separately with the Commission.

TABLE OF CONTENTS

		Page
ARTICLE 1	DEFINITIONS AND CONSTRUCTION	1
Section 1.1	Definitions.	1
Section 1.2	Additional Defined Terms.	6
Section 1.3	Construction.	8
ARTICLE 2	THE TRANSACTION	8
Section 2.1	Purchase and Sale.	8
Section 2.2	Initial Purchase Price.	8
Section 2.3	Estimated Closing Balance Sheet.	8
Section 2.4	Post-Closing Adjustment.	8
Section 2.5	Closing.	10
Section 2.6	Closing Deliveries.	10
Section 2.7	Escrow Agent and Escrow Agreement.	13
Section 2.8	Purchase Price Allocation.	13
ARTICLE 3	REPRESENTATIONS AND WARRANTIES OF THE SELLERS	13
Section 3.1	Organization and Good Standing.	14
Section 3.2	Authority and Enforceability.	14